

United States	Proposed Global Share Purchase and Match Plan
Tax points	<u>Purchased shares:</u> Purchase: Income tax and FICA taxes on the fair market value as of the purchase date, less consideration paid by the participant. Sale by participant: Capital gains tax on increase in value since purchase at long-term or short-term rates depending on holding period. Net Investment Income Tax for high earners may apply. No additional FICA taxes. <u>Matching shares:</u> Grant: No income tax. No FICA taxes. Vesting: For non-qualified deferred compensation, FICA taxes on the lapse of any substantial risk of forfeiture, whether or not compliant with or exempt from Section 409A. Special rules may apply. If neither compliant with nor exempt from Section 409A, income tax on the fair market value of shares on the lapse of any substantial risk of forfeiture (plus 20% penalty tax and interest). Transfer to participant: If compliant with or exempt from Section 409A, income tax on the fair market value of shares. No additional FICA taxes. Sale by participant: Capital gains tax on the increase in value since the income tax point at long-term or short-term rates depending on the holding period. Net Investment Income Tax for high earners may apply. No additional FICA taxes. Note: Section 409A of the US Internal Revenue Code regulates the tax treatment of non-qualified deferred remuneration for US taxpayers. Unless an exemption applies, share awards may constitute non-qualified deferred remuneration where the award is settled more than a short-period following the lapse of the risk of forfeiture or where an option has an exercise price that is below the fair market value. Section 409A contains specific rules on when the time and form of payment must be fixed by and limits the ability to accelerate or delay payment. In the event of a violation of these rules, penalty taxes apply. Specific advice should be obtained to ensure that share awards are either compliant with or exempt from Section 409A to avoid additional penalty taxes.
Income tax (maximum rate)	37% (2026). Any change in tax rates usually takes effect from 1 January.
Income tax rates	Progressive tax rates apply. The maximum income tax rate applies to income over USD 640,600 (single taxpayer for 2026) and USD 768,700 (married filing jointly for 2026). Federal Income Tax Rates (for 2026): Tax Rate - Single: 10% - USD 0 to 12,400

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	• 12% - USD 12,401 to 50,400 • 22% - USD 50,401 to 105,700 • 24% - USD 105,701 to 201,775 • 32% - USD 201,776 to 256,225 • 35% - USD 256,226 to 640,600 • 37% - Over USD 640,600. Tax Rate - Married Filing Jointly: • 10% - USD 0 to 24,800 • 12% - USD 24,801 to 100,800 • 22% - USD 100,801 to 211,400 • 24% - USD 211,401 to 403,550 • 32% - USD 403,551 to 512,450 • 35% - USD 512,451 to 768,700 • 37% - Over USD 768,700. State and local taxes: in addition, state and/or local (municipal) taxes may also be payable on income and/or investments.
Employer income tax withholding	Yes Supplemental wages tax treatment: the employer can elect to withhold tax on income from equity awards at a flat rate of 22%, which applies to supplemental wages paid to an employee up to USD1million per year. Supplemental wages in excess of USD1million are subject to tax withholding at the highest marginal tax rate (currently 37%). The supplemental withholding tax rates are applied without reference to the amount of normal wages or any relevant withholding allowances. If applicable, the employee would be liable to pay any extra income tax when filing their annual tax return.
Employer social security withholding	Yes, employer and employee FICA taxes (social security tax and Medicare tax). Employer must withhold employee's portion.
Employee social security	Employee FICA:

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	• Social security tax: 6.2% on employee's wages up to 'wage base'; • Medicare tax: 1.45% of employee's wages; and • additional 0.9% Medicare tax (for a total of 2.35%) on wages above certain thresholds (e.g. USD250,000 for 'married filing jointly' taking into account both the employee's and spouse's wages). The employer withholds the additional Medicare tax (if relevant). Although the applicability of the additional Medicare tax is determined based on the filing status of the individual and includes the spouse's wages (if any), the tax withholding is applied to the employee's wages in excess of USD200,000 regardless of whether the employee files their tax return as single, married filing jointly or married filing separately, and without consideration to the spouse's wages. Employee FICA (cap): social security tax is capped on wages up to 'wage base' (USD184,500 for 2026) and no upper earnings limit for Medicare tax or additional Medicare tax.
Employer social security	Employer FICA: • Social security tax: 6.2% on employee's wages up to 'wage base'; and • Medicare tax: 1.45% on employee's total wages. Employer FICA (cap): social security tax is capped at 'wage base' (USD184,500 for 2026); and no upper earnings limit for Medicare tax. Unemployment tax: 6% capped at 'wage base' (USD7,000 for 2026). Only employers pay the tax and it cannot be deducted from employees' wages.
Share valuation for determining taxable benefit	Public/listed companies: for publicly traded shares, fair market value can be established by any reasonable method using actual sale prices. The most common method is the prior day closing price or the prior day average price. Private companies: for unlisted shares, determination of the fair market value of the stock as of a valuation date is also determined by the reasonable application of a reasonable valuation method which will be based on the facts and circumstances as of the valuation date. The company will need to be able to prove that the value of the unlisted shares has been determined in such manner if challenged by US tax authorities.
Capital gains tax (maximum rate)	Short term gain rate (shares held for 12 months or less): 37% plus 3.8% Net Investment Income Tax for high earners. Long term gain rate (shares held for more than 12 months): 20% plus 3.8% Net Investment Income Tax for high earners.

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	Net Investment Income Tax: an additional 3.8% Net Investment Income Tax applies for high earners on capital gains (both short-term and long-term) from the sale of shares, unless: - the participant is a non-resident alien, i.e. not a US citizen, no US tax residency, no green-card; or - if married to a US citizen or resident, the participant makes an election under Section 6013(g) of the Code and a similar election under Section 1411 of the Code.
Dividend tax (maximum rate)	Non-Qualified Dividend rate: 37% plus 3.8% Net Investment Income Tax for high earners. Qualified Dividend rate: 20% plus 3.8% Net Investment Income Tax for high earners. Whether or not a dividend is qualified or non-qualified is a factually specific determination to be made by the company. Generally, in order for a dividend to be treated as a qualified dividend: - the company must be tax resident in a country that has a comprehensive income tax treaty with the US; - the dividend must be paid by the company out of earnings and profits; and - the recipient must have owned the stock for a period of more than 60 days during the 121-day period that began 60 days prior to the ex-dividend date. Net Investment Income Tax: an additional 3.8% Net Investment Income Tax applies for high earners on dividends (both qualified and non-qualified) received, unless: - the participant is a non-resident alien, i.e. not a US citizen, no US tax residency, no green-card; or - if married to a US citizen or resident, the participant makes an election under Section 6013(g) of the Code and a similar election under Section 1411 of the Code. Section 83(b) election: if a Section 83(b) election is made, dividends received are subject to income tax and Net Investment Income Tax. If no Section 83(b) election is made, dividends received before the lapse of the substantial risk of forfeiture are subject to income tax and employment taxes and dividends received after substantial risk of forfeiture lapses are subject to income tax and Net Investment Income Tax.
Tax reporting - Individual	An employee is required to file a federal tax return. There is no separate filing in relation to equity related incentives. The employee should report foreign assets by 15 April to the IRS on Form 8938 (FATCA) and to the office of Financial Crimes Enforcement Network (FinCEN) on Form 114 (FBAR).

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	Report name: U.S. Individual Income Tax Return (Form 1040). Capital gains and dividends are reported on the same return. The return can be filed electronically. The tax return can be downloaded from the website here. The employer will provide employees with a copy of the Form W-2 (Wage and Tax Statement) and (if applicable) the additional information returns for tax-qualified Section 422 incentive stock options (Form 3921) and Section 423 employee stock plan purchases (Form 3922) by 31 January of the following year. Tax period: 1 January to 31 December. Reporting deadline: 15 April, with an extension until 15 October. Payment of tax: any unpaid federal tax is due by 15 April and no extension is available for payment. If the individual has significant income which is not subject to withholding, they are generally required to make quarterly payments (15 April, 15 June, 15 September and 15 January) of estimated tax due. State and local taxes: employees may also be required to file state and/or local (municipal) tax returns and make payments of state and/or local (municipal) tax on income.
Tax reporting - Employing company	The employer must report the participants' incentive related income but the filing covers all employee benefits and is not specific to equity related incentives. Separate tax-qualified share reporting may apply, as noted below. Information returns for employees: • Report name: Form W-2 for (Wage and Tax Statement) ordinary income. • Reporting deadline: 31 January. Employers must produce a Form W-2 for each employee, showing their total wages paid and taxes withheld in the prior calendar year. The Form W-2 must be filed online with the Social Security Administration (SSA) and a copy must also be provided to the employee. Withholding, Social Security and Medicare tax remittance: income, social security and Medicare taxes withheld must be deposited by electronic funds transfer (EFT) using the Electronic Federal Tax Payment System (EFTPS). Employers are required to deposit taxes withheld on a semi-weekly or monthly basis, depending on the employer's aggregate tax withholding during a lookback period. In addition, if an employer accumulates more than USD100,000 of withheld taxes on any day, the taxes must be deposited on the next business day (see IRS Publication 15 here for additional information). The amount of taxes withheld are reflected on the employee's Form W-2.

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	Tax-qualified share reporting: information returns must be made available to the employee (by 31 January) and to the IRS (by 28 February if filing by paper or by 31 March if filing electronically) for tax-qualified Section 422 incentive stock options (Form 3921) and Section 423 employee stock plan purchases (Form 3922). State tax: employers may also be required to file state and/or local (municipal) tax returns and withhold and pay state and/or local (municipal) tax on employee income.
Share retention/holding period	Trading restrictions generally will not affect the tax treatment, except that shares are considered to be subject to a substantial risk of forfeiture under Section 83 of the US Internal Revenue Code for a period where their sale at a profit is prohibited by the 'short swing' provision of Section 16(b) of the US Securities Exchange Act of 1934. In some cases, this could defer the date shares issued under a plan are subject to taxation.
Recharge - Employing company	The local US employer can normally claim a US tax deduction for the compensation expense relating to its employees, which is generally available in the amount and at the time the employee recognises the ordinary income. A recharge arrangement is not required for the employer to qualify for the tax deduction.
Recharge - Individual	The existence of a recharge does not impact the tax treatment for the individual.
Malus and clawback - Tax reclaim	The existence of a malus or clawback clause does not affect the tax point for the employing company. If compensation is deducted in one taxable year and recouped in a subsequent taxable year, there would generally be income inclusion of the amount previously deducted.
Malus and clawback - Tax points	The existence of a malus or clawback clause does not affect the tax point for the individual. If malus or clawback are applied then, in theory, all or most of the taxes paid can usually be reclaimed through the individual's tax returns, although whether the participant can be made completely whole through a tax deduction or tax credit for a repayment made after the tax year of the initial payment may depend on the facts and circumstances. The refund process can be challenging and may not result in a full refund to the individual.
Tax beneficial treatment	There are 2 main types of tax qualified plans in the US: • Incentive Stock Options (ISOs) under Section 422 of the Internal Revenue Code (the Code); and • Employee Stock Purchase Plans (ESPPs) under Section 423 of the Code.

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	ISOs (section 422): Tax-qualified stock options. Strict qualifications apply, including eligibility requirements, grant limitations, transfer restrictions and other rules. Requirements include: • shareholder approval of written plan (within 1 year before or after the date of adoption); • no more than USD100,000 worth of shares can vest for the first time for any individual in any calendar year, determined using market value at grant; • the option exercise price must be at least fair market value at time of grant (110% for 10% shareholders); and • the option must be non-transferable except in case of death. Holding period: the later of 2 years from the date of grant and 1 year from the date of exercise to qualify for preferential tax treatment. Tax treatment: • Grant of ISO: no FICA taxes or income tax. • Exercise of ISO: no FICA taxes or income tax (although Alternative Minimum Tax (AMT) may apply). • Disposition/sale of shares: no FICA taxes, but income tax treatment depends on whether the holding period has been satisfied: ○ for a qualifying disposition (i.e. the holding period is satisfied), long-term capital gains tax on spread between the sale price over the exercise price; or ○ for a disqualifying disposition (i.e. the holding period is not satisfied), ordinary income tax on spread between the fair market value on the exercise date (or the sale date, if less) over the exercise price, plus capital gains tax on any additional gain in fair market value from the exercise date to the sale date under long-term or short-term rates depending on whether the shares were held for more than 1 year from the date of exercise. No employer income tax withholding is required. • State tax: some states may tax the exercise of ISOs in the same manner as the exercise of non-qualified options, in which case, the employer will be required to withhold the state taxes. Reporting:

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	- For exercise of ISO, the employer must provide an informational return (Form 3921) for the calendar year of exercise to the employee (by 31 January of the following year) and to the IRS (by 28 February if filing by paper, or 31 March if filing electronically, of the following year). - For a qualifying disposition (i.e. the holding period is satisfied) no additional employer tax reporting. - For a disqualifying disposition (i.e. the holding period is not satisfied), the employer must report the ordinary income recognised by the employee from the disqualifying disposition for the calendar year by providing Form W-2 to the employee (by 31 January of the following year) and to the IRS (by 28 February if filing by paper, or by 31 March if filing electronically, of the following year). ESPPs (section 423): Tax-qualified share purchase plan where shares may be offered at a discount of up to 15% off fair market value. Strict qualification requirements include: - shareholder approval of written plan (within 1 year before or after the date of adoption); - the right to purchase stock must be granted only to employees of the corporation, its parent or its subsidiaries. The corporation must be majority owned by the parent and the subsidiaries must be majority owned by the corporation. In each case the entity must be a corporation or taxable as a corporation for US income tax purposes; - all employees of designated participating companies must be allowed to participate, with limited exceptions; - offering/purchase period generally limited to no more than 27 months after grant; - maximum value of shares that may be purchased: USD25,000 per year per employee; and - exercise/purchase price cannot be less than 85% of fair market value (which can be the value at the beginning of the offering/purchase period, and the value on the exercise/purchase date, or the lesser of the two). Holding period: the later of 2 years from the beginning of the offering/purchase period and 1 year from the date of exercise/purchase to qualify for preferential tax treatment. Tax treatment: Beginning of offering/purchase period: no FICA taxes or income tax. Exercise/purchase of shares: no FICA taxes or income tax. Disposition of shares: no FICA taxes, but income tax treatment depends on whether the holding period has been satisfied: - for a qualifying disposition (i.e. the holding period is satisfied), ordinary income tax on the lesser of:

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	○ the spread between the fair market value of the stock less the exercise/purchase price (each determined as of the first day of the offering/purchase period and as if the exercise/purchase occurred on such day); and ○ the spread between the fair market value of the stock at the time of disposition and the purchase/exercise price; plus, long-term capital gains tax on the excess (if any) of the disposition/sale price less both the exercise/purchase price and the amount included as ordinary income. • for a disqualifying disposition (i.e. the holding period is not satisfied) ordinary income tax on the spread between the fair market value on the exercise/purchase date less the actual exercise/purchase price paid; plus, capital gains tax on the increase (if any), or capital loss on the decrease (if any), in the value of the stock since the exercise/purchase date. State tax: Pennsylvania taxes the exercise/purchase under an ISO/423-ESPP in the same manner as the exercise of a non-qualified stock option/non-423 share purchase plan, in which case the employer will be required to withhold the state taxes at exercise/purchase of the shares. Reporting: • For exercise/purchase, the employer must provide an informational return (Form 3922) for the calendar year of exercise/purchase to the employee (by 31 January of the following year) and to the IRS (by 28 February if filing by paper, or 31 March if filing electronically, of the following year). • For a qualifying disposition (i.e. the holding period is satisfied) and a disqualifying disposition (i.e. the holding period is not satisfied), the employer must report the ordinary income recognised by the employee from the qualifying or disqualifying disposition for the calendar year by providing Form W-2 to the employee (by 31 January of the following year) and to the IRS (by 28 February if filing by paper, or by 31 March if filing electronically, of the following year).
Other	Private companies: other than the method of valuing shares for determining taxable benefit, the tax treatment of the share plans would be the same whether the parent company is publicly listed or a privately held company. Section 409A of the US Internal Revenue Code (the Code): this section in the Code regulates the tax treatment of non-qualified deferred remuneration for US taxpayers. Any plan (except Restricted Share plans) which has participants who are US taxpayers (including US taxpayers based outside the US) needs to be structured to comply with or be exempt from Section 409A to avoid 20% penalty tax and interest charge at vesting. • The short-term deferral exception is a commonly used exemption from Section 409A. The exemption applies as long as payment/settlement will be made no later than 15 March of the calendar year following the calendar year in which the substantial risk of forfeiture lapses (or if later, the 15th day of the third month following the end of the taxable year of the

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	member of the Group that employs the US taxpayer). Or, in the case of stock options, exercised no later than 31 December of the calendar year in which the stock option vests. • A substantial risk of forfeiture generally includes a requirement of continued employment and/or performance conditions. Good leaver provisions need to be analysed to see if they could result in early lapse of the substantial risk of forfeiture, which would require payment/settlement (and taxation) before the scheduled vesting date to qualify for the short-term deferral exception to Section 409A. For example, if good reason includes retirement, and retirement is defined by certain criteria (e.g. specified age and/or years of service) or the employer has a historical practice of always agreeing to retirement if certain criteria are met, the substantial risk of forfeiture could lapse once an employee satisfies those criteria. In addition, post-termination restrictions on retirees do not qualify as a substantial risk of forfeiture for the purposes of Section 409A. A holding period following vesting typically does not qualify as a continuing substantial risk of forfeiture, which would require payment/settlement (and taxation) prior to the end of the holding period to qualify for the short-term deferral exception to Section 409A. • Non-US trusts are problematic under Section 409A for Section 409A-compliant awards, unless located in the jurisdiction where substantially all of the services are performed. Incentive stock options and options under tax-qualified employee stock purchase plans are exempt from Section 409A. • Non-qualified stock options: the plan may be exempt from Section 409A under the stock rights exception (in addition to other requirements, the option price must be at least fair market value at the grant date) or the short-term deferral exception (must be exercised by 31 December following vesting), or may comply with Section 409A (exercisable only in a specified year or upon the occurrence of Section 409A-permissible payment events, such as separation from service). Note that the payment of any dividend equivalents on an option may be treated as a reduction in the exercise price by the amount of the dividend equivalent payment, which could affect qualification for the stock rights exception to Section 409A. Specific advice should be obtained. • Nil-Cost Options: the plan may be exempt from Section 409A under the short-term deferral exception (must be exercised by 31 December following vesting) or may comply with Section 409A (exercisable only in a specified year or upon the occurrence of Section 409A-permissible payment events, such as separation from service). The stock rights exception to Section 409A (which requires fair market value exercise price) is not available. Nil-cost options are uncommon in the US. • Deferred Bonus Plan and Free Shares/RSUs: if dividend equivalents are included on a Deferred Bonus Plan or Free Shares/RSUs, payment of such dividend equivalents would also have to be structured to be exempt from or comply with Section 409A to avoid 20% penalty tax and interest charge at the time of their vesting.

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	Restricted Share Plan: if restrictions/conditions meet the test of substantial risk of forfeiture under Section 83 of the Code, participant can make election under Section 83(b) to recognise income at time of grant (with subsequent appreciation taxed at capital gains rates) but there is no refund of tax paid if shares are forfeited. If a Section 83(b) election is made, dividends received are subject to income tax and Net Investment Income Tax. If no Section 83(b) election is made, dividends received before the lapse of the substantial risk of forfeiture are subject to income tax and employment taxes and dividends received after substantial risk of forfeiture lapses are subject to income tax and Net Investment Income Tax. Restricted shares are not subject to Section 409A. Taxation on vesting and/or delivery: if the taxable event under a plan would normally be vesting but there is a delay before the shares are delivered, the tax point arises at the date of delivery of the shares. Strictly, the liability to social security arises at vesting. Foreign Account Tax Compliance Act (FATCA): any foreign financial institution (FFI) which receives dividends from a US payer must either provide data to the IRS about any recipients who are US taxpayers or the dividends will be subject to a 30% withholding. A UK-based Employee Benefit Trust (EBT) can be an FFI. Offshore trusts: the US has complex rules (tax) surrounding the use of offshore trusts. If a trust is to be used to make awards or to deliver shares, specific advice should be obtained. Share buy-back tax: the Inflation Reduction Act of 2022 imposed a 1% excise tax on the fair market value of share (stock) repurchases by US corporations (including by a US subsidiary of a non-US corporation) with shares traded on an established securities market made after 31 December 2022, with limited exceptions. The amount repurchased in a year is offset by the fair market value of shares issued during that year. The tax is payable by the company.

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This summary assumes that the participants are subject only to local taxes at all relevant times. Different rules may apply if the participants are subject to multiple taxing jurisdictions at any relevant time.

This summary is only a guide. It is limited to a general description of national tax laws and does not address local, city, regional, state or other provincial tax laws that may apply to the participants.

The tax position will depend on each participant's individual circumstances. We do not warrant any particular tax result. Therefore we recommend that participants consult their own tax advisor regularly to determine their individual tax position.

The exact structure of an award is crucial to the way that award is taxed. The tax treatment can be affected by many factors including retention/holding periods and clawback. Different clawback terms and different restrictions on shares may impact the tax treatment. If companies want detailed and specific tax advice for their plans, then local counsel need to know the exact detail of how the specific plans work. The database can only give generalised tax information.

The information provided is understood to be correct as of 4 August 2026. Changes in legislation or practice after this date may affect the tax treatment.

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